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Attorneys for Debtors and Debtors-in-Possession

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA**

In re:
USA COMMERCIAL MORTGAGE COMPANY,
Debtor.

Case No. BK-S-06-10725 LBR
Case No. BK-S-06-10726 LBR
Case No. BK-S-06-10727 LBR
Case No. BK-S-06-10728 LBR
Case No. BK-S-06-10729 LBR

In re:
USA CAPITAL REALTY ADVISORS, LLC,
Debtor.

Chapter 11

In re:
USA CAPITAL DIVERSIFIED TRUST DEED
FUND, LLC,

Jointly Administered Under
Case No. BK-S-06-10725 LBR

In re:
USA CAPITAL FIRST TRUST DEED FUND, LLC,
Debtor.

**MOTION FOR ORDER
AUTHORIZING CONTINUED
EMPLOYMENT AND RETENTION
OF DEBTORS' PROFESSIONALS
FROM DECEMBER 15, 2006**

In re:
USA SECURITIES, LLC,

Date: December 15, 2006
Time: 9:30 a.m.

Affects:

- All Debtors
- USA Commercial Mortgage Company
- USA Securities, LLC
- USA Capital Realty Advisors, LLC
- USA Capital Diversified Trust Deed Fund, LLC
- USA Capital First Trust Deed Fund, LLC

1 USA Commercial Mortgage Company, USA Capital Realty Advisors, LLC, USA
 2 Securities, LLC, USA Capital Diversified Trust Deed Fund, LLC, and USA Capital First Trust
 3 Deed Fund, LLC (collectively “Debtors”), hereby petition the Court for an interim order granting
 4 the Debtors’ Motion for Order Authorizing (I) the Employment and Retention of Mesirow
 5 Financial Interim Management, LLC as Crisis Managers for the Debtors, and (II) the Designation
 6 of Thomas J. Allison of Mesirow Financial Interim Management, LLC as Chief Restructuring
 7 Officer for the Debtors and the Employment of Certain Temporary Employees (the “Mesirow
 8 Application,” Docket No. 6), the Application by Debtors and Debtors-in-Possession for
 9 Authorization to Retain and Employ Schwartzer & McPherson Law Firm as Counsel Under
 10 General Retainer (the “S&M Application”, Docket No. 21), and the Application to Employ Ray
 11 Quinney & Nebeker P.C. as Counsel for the Debtors (the “RQN Application,” Docket No. 23)
 12 (collectively, the “Employment Applications”). The Court has previously granted the
 13 Employment Applications (Docket Nos. 26, 474, 475, 890, 1137, and 1708), most recently
 14 entering an order authorizing the retention and employment of the Debtors’ Professionals through
 15 December 15, 2006, and ordering that the Court would consider further extensions of the
 16 Employment Applications of the Debtors’ Professionals at the December 15, 2006 hearing. A
 17 copy of the Order entered October 31, 2006 is attached as **Exhibit “1.”**

18 Much as taken place since the Court issued its order granting the Employment Applications
 19 and authorizing the retention and employment of the Debtors’ Professionals through December 15,
 20 2006. Primarily, the Debtors have vigorously negotiated and filed their Third Amended Joint
 21 Chapter 11 Plan of Reorganization (the “Plan”), obtained Court approval of the related Disclosure
 22 Statement, mailed ballots for voting on the Plan, continued marketing certain assets, secured a
 23 stalking horse bid for those assets and conducted an auction of those assets that secured a winning
 24 bid with value in excess of \$67 million dollars (significantly in excess of the stalking horse bid),
 25 continued servicing the loans and making distributions to Direct Lenders, and are rapidly working
 26 towards confirmation of the Plan with a Confirmation Hearing scheduled for December 19, 2006.

27 Because the Court’s latest order (entered October 31, 2006) authorizes the retention and
 28 employment of the Debtors’ Professionals through December 15, 2006, it is necessary that

1 employment and retention of the Debtors' Professionals be extended. The Court's Order entered
2 on October 31, 2006 provided that this Court would consider the continued employment of
3 Debtors' Professionals at the Omnibus Hearing scheduled for December 15, 2006. Therefore, no
4 further notice need be given.

5 The Debtors respectfully request that the Debtors' Professionals' employment and retention
6 be extended from December 15, 2006 through January 31, 2007, and that any further extension of
7 the Debtors' Professionals' retention and employment can be heard at the omnibus hearing
8 scheduled on January 31, 2007 at 9:30 a.m.

9 Respectfully submitted this 11th day of December, 2006.
10

11 /s/ Jeanette E. McPherson
12 Lenard E. Schwartzer, Nevada Bar No. 0399
13 Jeanette E. McPherson, Nevada Bar No. 5423
14 SCHWARTZER & MCPHERSON LAW FIRM
15 2850 South Jones Boulevard, Suite 1
16 Las Vegas, Nevada 89146
17 and
18 Annette W. Jarvis, Utah Bar No. 1649
19 Steven C. Strong, Utah Bar No. 6340
20 RAY QUINNEY & NEBEKER P.C.
21 36 South State Street, Suite 1400
22 P.O. Box 45385
23 Salt Lake City, Utah 84145-0385
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EXHIBIT “1”



Entered on Docket
October 31, 2006

Hon. Linda B. Riegle
United States Bankruptcy Judge

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UNITED STATES BANKRUPTCY COURT

DISTRICT OF NEVADA

In re:
USA COMMERCIAL MORTGAGE COMPANY,

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In re:
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Jointly Administered Under
Case No. BK-S-06-10725 LBR

In re:
USA CAPITAL FIRST TRUST DEED FUND, LLC,

Debtor.

In re:
USA SECURITIES, LLC,

Debtor.

Affects:

- All Debtors
- USA Commercial Mortgage Company
- USA Capital Realty Advisors, LLC
- USA Capital Diversified Trust Deed Fund, LLC
- USA Capital First Trust Deed Fund, LLC
- USA Securities, LLC

Date: September 28, 2006

Time: 9:30 a.m.

INTERIM ORDER GRANTING:

- (1) DEBTORS' MOTION FOR ORDER AUTHORIZING (I) EMPLOYMENT AND RETENTION OF MESIROW FINANCIAL INTERIM MANAGEMENT, LLC AS CRISIS MANAGERS FOR THE DEBTORS AND (II) THE DESIGNATION OF THOMAS J. ALLISON OF MESIROW FINANCIAL INTERIM MANAGEMENT, LLC AS CHIEF RESTRUCTURING OFFICER FOR THE DEBTORS AND THE EMPLOYMENT OF CERTAIN TEMPORARY EMPLOYEES;
- (2) APPLICATION BY DEBTOR AND DEBTOR-IN-POSSESSION FOR AUTHORIZATION TO RETAIN AND EMPLOY SCHWARTZER & MCPHERSON LAW FIRM AS COUNSEL UNDER GENERAL RETAINER; AND
- (3) DEBTORS' APPLICATION TO EMPLOY RAY QUINNEY & NEBEKER P.C. AS COUNSEL FOR ALL DEBTORS

1 The Debtors' Motion for Order Authorizing (I) the Employment and Retention of Mesirow
 2 Financial Interim Management, LLC as Crisis Managers for the Debtors, and (II) the Designation
 3 of Thomas J. Allison of Mesirow Financial Interim Management, LLC as Chief Restructuring
 4 Officer for the Debtors and the Employment of Certain Temporary Employees (the "Mesirow
 5 Application," Docket No. 6), the Application by Debtor and Debtor-In-Possession for
 6 Authorization to Retain and Employ Schwartzer & McPherson Law Firm as Counsel Under
 7 General Retainer (the "S&M Application," Docket No. 21), and the Application to Employ Ray
 8 Quinney & Nebeker P.C. as Counsel for the Debtors (the "RQN Application," Docket No. 23)
 9 (collectively, the "Employment Applications"), having come on for hearing before this Court on
 10 September 28, 2006 pursuant to the Orders previously entered by the Court (Docket Nos. 26, 474,
 11 475, 890 and 1137); the Debtors, USA Commercial Mortgage Company, USA Securities, LLC,
 12 USA Capital Realty Advisors, LLC, USA Capital Diversified Trust Deed Fund, LLC, and USA
 13 Capital First Trust Deed Fund, LLC (collectively, "Debtors"), appearing by and through their
 14 counsel, Annette W. Jarvis, Esq. of Ray Quinney & Nebeker P.C. and Jeanette E. McPherson,
 15 Esq. of Schwartzer & McPherson Law Firm; other appearances having been made upon the
 16 record; the Court having considered the objections on file and the oral objections having been
 17 made in Court; the Court having made its findings of fact and conclusions of law on the record
 18 and good cause appearing, it is hereby

19 **ORDERED** that the Employment Applications are granted through December 15, 2006;
 20 and it is further

21 **ORDERED** that the Court will consider an extension of the Employment Applications on
 22 December 15, 2006 at 9:30 a.m.

23 Submitted by:
 24 RAY QUINNEY & NEBEKER P.C. and
 SCHWARTZER & MCPHERSON LAW FIRM

Approved / Disapproved by:
 OFFICE OF THE U.S. TRUSTEE

25 By: /s/ Lenard E. Schwartzer
 26 LENARD E. SCHWARTZER, ESQ.
Attorneys for Debtor and Debtor-In-Possession
 27 ///
 28 //

By: AUGUST B. LANDIS, ESQ.

1 INTERIM ORDER GRANTING: (1) DEBTORS' MOTION FOR ORDER AUTHORIZING (I)
2 EMPLOYMENT AND RETENTION OF MESIROW FINANCIAL INTERIM MANAGEMENT, LLC AS
3 CRISIS MANAGERS FOR THE DEBTORS AND (II) THE DESIGNATION OF THOMAS J. ALLISON OF
4 MESIROW FINANCIAL INTERIM MANAGEMENT, LLC AS CHIEF RESTRUCTURING OFFICER FOR
5 THE DEBTORS AND THE EMPLOYMENT OF CERTAIN TEMPORARY EMPLOYEES; (2)
6 APPLICATION BY DEBTOR AND DEBTOR-IN-POSSESSION FOR AUTHORIZATION TO RETAIN AND
7 EMPLOY SCHWARTZER & MCPHERSON LAW FIRM AS COUNSEL UNDER GENERAL RETAINER;
8 AND (3) DEBTORS' APPLICATION TO EMPLOY RAY QUINNEY & NEBEKER P.C. AS COUNSEL FOR
9 ALL DEBTORS

10 Approved/Disapproved by:
11 LEWIS AND ROCA, LLP

12 Approved/Disapproved by:
13 GORDON & SILVER, LTD.

14 By: _____
15 SUSAN M. FREEMAN, ESQ.
16 ROB CHARLES, ESQ.

17 By: _____
18 GERALD M. GORDON, ESQ.
19 GREGORY E. GARMAN, ESQ.
20 *Counsel for the Official Committee of
21 Holders of Executory Contract Rights of
22 USA Commercial Mortgage Company*

23 Approved/Disapproved by:
24 ORRICK, HERRINGTON & SUTCLIFFE LLP
25 and BECKLEY SINGLETON, CHTD.

26 Approved/Disapproved by:
27 STUTMAN TREISTER & GLATT, P.C. and
28 SHEA & CARLYON, LTD.

29 By: _____
30 MARC A. LEVINSON, ESQ.
31 LYNN TRINKA ERNCE, ESQ.
32 BRETT A. AXELROD, ESQ.
33 ANNE M. LORADITCH, ESQ.
34 *Counsel for the Official Committee of
35 Equity Security Holders of USA Capital
36 Diversified Trust Deed Fund, LLC*

37 By: _____
38 FRANK A. MEROLA, ESQ.
39 EVE KARASIK, ESQ.
40 CHRISTINE PAJAK, ESQ.
41 CANDACE C. CARLYON, ESQ.
42 *Counsel for the Official Committee of
43 Equity Security Holders of USA Capital
44 First Trust Deed Fund LLC*

45 # # #

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In accordance with LR 9021, counsel submitting this document certifies as follows (check one):

2 The court has waived the requirement of approval under LR 9021.

No parties appeared or filed written objections, and submitting counsel represents the Trustee.

X I have delivered a copy of this proposed order to all counsel who appeared at the hearing, any unrepresented parties who appeared at the hearing, and any trustee appointed in this case, and each has approved or disapproved the order, or failed to respond, as indicated below:

Failed to respond:

Office of U.S. Trustee

Gordon & Silver, Ltd.

Lewis and Roca, LLP

Beckley Singleton/Orrick Herrington

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